



MEMORANDUM

Date: May 5, 2014

To: Mayor Balducci and City Councilmembers

From: Myrna Basich, Assistant City Manager/City Clerk

Subject: Response to Councilmember Request for Copies of All Contracts Being Brought to Council for Action

The following information is provided in response to the request made at your meeting on March 17, 2014 that Councilmembers be provided with copies of all contracts being presented to Council for action.

Current practice:

Staff provide paper copies of contracts for Councilmembers' review in the Council Office, and provide paper or electronic copies of specific, individual contracts on an ad hoc, "on request" basis. In some instances, contracts or interlocal agreements on issues or projects generating significant public or Council interest have been provided under separate cover along with Council packets. Copies of all contracts have not been provided due to the volume (both in numbers and document size) and staff workload associated with copying and delivering these materials.

At the point they are provided for Councilmember reference in the Council Office, the contracts are in final draft form. Once Council has authorized the City Manager to execute contracts, they are routed among the parties for signature. Originals of the fully-executed contracts (signatures/initials, etc.) are then scanned into the Content Management System. The City's duty to preserve relates to the fully-executed contract, and all draft contracts are disposed of.

Current volumes:

Staff were able to run a query of our Content Management System to isolate the number and page volumes of all contracts brought to Council for action by way of Ordinance, Resolution, or bid award in 2013 (*exclusive of amendments and renewals*), which is summarized in the following table:

	<i>Contracts/ Agreements</i>	<i>Bid Awards</i>	<i>Total</i>
Number of contracts/bids presented for action	229	116	345
Number of pages represented	9,781	15,400	25,181
Average number of pages per contract/bid	42	132	73

Contract contents:

The City's contracts are comprised of a Standard Contract Form with a number of separate attachments. There are four standard contract templates: general services, professional services, small public works, and major public works (bids). Copies of contracts utilizing the four Standard Contract Forms are provided under separate cover. With the exception of bid awards, indemnification provisions are incorporated into the body of the Standard Contract Forms.

In addition to the standard contracts, a small number of non-standard agreements, including Interlocal Agreements and Memorandums of Understanding are processed each year.

The bulk of most contract documents is composed of attachments. A variety of attachments are created by a number of individuals, including staff, the contract vendor, their insurance company, etc., and are later assembled with the template into the contract document. Examples of the types of documents incorporated into a typical contract are described in Attachment 1.

Alternatives:

Should Councilmembers wish to receive all contracts, or certain types of contracts, the following alternatives were evaluated:

1. Post all contracts to a Council-only SharePoint site on Fridays, and remove them from the site after Council action has taken place. The workload of uploading contracts to the SharePoint site can be shared across all contract managers, reducing the impact on Council Office staff during packet production.

Given staffing resources, this alternative is the most efficient, is environmentally friendly (avoids printing or need for specialized devices), and reduces complexity when responding to public disclosure requests for contract documents.

2. Provide all contracts to Councilmembers on thumb drives.

This alternative is not being advanced as it proved significantly less efficient. While assembly of the contract files in one location can be shared, saving the content to multiple thumb drives, their physical delivery, and collection of the drives each week for reprogramming focuses the burden on Council Office staff.

3. Provide copies of only certain types of contracts in which Councilmembers have particular interest. Scanned images or, depending on volume, paper documents could be provided. This alternative would reduce the volume of documents being processed.
4. Provide copies only of the contracts' Scopes of Work. Paper documents or scanned images could be provided. This alternative, too, would reduce the volume of materials being processed and provided.

In each alternative above, staff would no longer provide paper copies for review in the Council Office. Were Alternative 3 or 4 chosen and Councilmembers had interest in seeing a particular full contract, that document could be scanned and emailed on Friday.

Staff are seeking Council feedback on how to proceed since responding to this request will entail more than eight hours of staff time.

If you have any questions about the information provided above, please don't hesitate to contact me.



Attachment A

Composition of Typical Contract Documents

As mentioned previously, a “contract” is regularly composed of a variety of documents from varying sources that are developed separately and later assembled into the contract document. With the exception of bid documents and interlocal agreements, they are regularly comprised of a Standard Contract Form (boilerplate) with a number of separate attachments.

Any particular professional services, general services, or Small Public Works contract often includes six or more of the following document types:

- **Standard contract form** (*Roughly 90% of contracts utilize standard templates for different types of contracts. Indemnification provisions are included in the body of this form.*)
- **Attachment A:** Scope of Work (*may include vendor proposal; some aspects may be confidential, such as technology vendors' proprietary information*)
- **Attachment B:** Insurance Requirement
- Required Insurance certificates and endorsements
- **Attachment C:** Title VI Requirements
- Affidavit of Title VI Compliance
- **Attachment D:** Prevailing Wage Rate Requirements
- Statement of Compliance with prevailing wage requirements
- Non-collusion certificates
- Pricing forms
- Information security requirements
- Contractor qualification requirements
- Contractor references.

Interlocal Agreements are often comprised of only one or two parts, while bid award documentation is significantly more detailed and voluminous than standard contracts.